

DEPOMED INC  
Form 425  
August 13, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 13, 2015**

**Horizon Pharma Public Limited Company**

**(Exact name of registrant as specified in its charter)**

**Ireland**  
**(State or other jurisdiction**

**001-35238**  
**(Commission**

**Not Applicable**  
**(IRS Employer**

**of incorporation)**

**File No.)**

**Identification No.)**

**Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, Ireland**

(Address of principal executive offices)

**Registrant's telephone number, including area code: 011-353-1-772-2100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On August 13, 2015, Horizon Pharma plc ( Horizon Pharma ) issued a press release confirming its proposal to acquire all of the outstanding shares of Depomed, Inc. ( Depomed ) in an all-stock transaction for \$33.00 a share in Horizon Pharma stock and that would fix the exchange ratio for the offer based on the 15-day volume weighted average price of Horizon Pharma s stock as of August 12th, or \$34.74 per share. Additionally, Horizon Pharma announced that it would be willing to offer Depomed shareholders a cash-stock mix with up to 25% of the consideration in cash subject to certain terms and conditions, including a reduced offering price of \$32.50 per share to partially offset incremental costs associated with including cash as a component of the consideration. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated August 13, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 13, 2015

**HORIZON PHARMA PUBLIC LIMITED  
COMPANY**

By: /s/ Paul W. Hoelscher  
Paul W. Hoelscher  
Executive Vice President and Chief Financial  
Officer

INDEX TO EXHIBITS

99.1 Press Release dated August 13, 2015.  
bsp; [ ]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.1%

12

TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT.**

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Item 1. (a) Name of Issuer: Jabil Circuit, Inc.

Item 1. (b) Address of Issuer's Principal Executive Offices:

10560 Dr. Martin Luther King, Jr. Street North

St. Petersburg, Florida 33716

Item 2. (a) Name of Person Filing: Audrey M. Petersen ("Reporting Person")

Item 2. (b) Address of Principal Business Office or if None, Residence:

10560 Dr. Martin Luther King, Jr. Street North

St. Petersburg, Florida 33716

Item 2. (c) Citizenship: United States of America

Item 2. (d) Title of Class of Securities: Common Stock

Item 2. (e) Cusip Number: 466313-10-3

Item 3. Statements filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c): N/A

Item 4. Ownership

(a) Amount Beneficially Owned (describe): 13,329,830.

(b) Percent of Class: 6.1%.

(c) Number of shares as to which such person has:

See Items 5-8 on the cover page.

The Reporting Person is a member of the management committee created under the William E. Morean Residual Trust and as such the Reporting Person is deemed to share beneficial ownership with William D. Morean (the other member of the management committee) of 11,542,902 shares held by such trust.

The Reporting Person is the controlling shareholder and President of Morean-Petersen, Inc., the sole general partner of the Morean Limited Partnership, a North Carolina Limited Partnership. As a result of these facts, each of the Reporting Person, the Morean Limited Partnership, and Morean-Petersen, Inc. is deemed to be the beneficial owner of 1,784,418 shares held of record by the Morean Limited Partnership. Based on the limited partnership agreement, the Reporting Person has sole voting power and sole dispositive power over 1,784,418 shares held of record by the Morean Limited Partnership.

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The Reporting Person is trustee of the Audrey Petersen Revocable Trust and as such is deemed to be the beneficial owner of 2,510 shares held by such trust, with sole voting and dispositive power over such shares.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.  n/a

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

The Reporting Person is a member of the management committee created under the William E. Morean Residual Trust and as such the Reporting Person shares with William D. Morean (the other member of the management committee) the power to direct the receipt of dividends from, or proceeds from the sale of, the 11,542,902 shares held of record by such trust.

The Reporting Person is the controlling shareholder and President of Morean-Petersen, Inc., the sole general partner of the Morean Limited Partnership, a North Carolina Limited Partnership. As a result of these facts, each of the Reporting Person, the Morean Limited Partnership, and Morean-Petersen, Inc. may be deemed to have the power to direct the receipt of dividends from, or proceeds from the sale of, the 1,784,418 shares held of record by the Morean Limited Partnership.

The Reporting Person is trustee of the Audrey Petersen Revocable Trust and as such the Reporting Person and the Audrey Petersen Revocable Trust may be deemed to have the power to direct the receipt of dividends from, or proceeds from the sale of, the 2,510 shares held of record by such trust.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person: N/A

Item 8. Identification and Classification of Members of the Group: N/A

Item 9. Notice of Dissolution of Group: N/A

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Item. 10. Certification (see Rule 13d-1(b) and (c)): N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 3, 2010

/s/ Audrey M. Petersen

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Audrey M. Petersen